

P95000046369

ON-SITE

DIAGNOSTICS

1 July 1997

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-07/07/97--01162--007
*****87.50 *****87.50

To: Florida Department of State

Dear Sir,

Enclosed you will find; Special Meeting of Stockholders, Certificate of Shareholder Approval, Waiver of Notice, Certificate of Amendment, and required Notary Approval. Enclosed is also a check for \$87.50 for charges for both the Corporate Amendment changes as well as a for a certified copy in return for our Corporate documents. *Returned*

Please return any and all forms and receipts. Your cooperation is appreciated.

Respectfully yours,
Bruce Moore
President
On-Site Diagnostics Inc.

FILED
97 JUL -7 AM 9:35
TALLAHASSEE FLORIDA
SECRETARY OF STATE

Amend.

VS JUL 14 1997

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**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
ON-SITE DIAGNOSTICS, INC.**

FILED
97 JUL -7 AM 9:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, President of On-Site Diagnostics, Inc., a corporation organized under the laws of the state of Florida, hereby certifies as follows:

1. The name of the Corporation is On-Site Diagnostics, Inc.
2. Article 3 shall be amended to read as follows :

Articles 3 - The Corporation is authorized to issue 5,000,000 shares of stock consisting of 500,000 shares of Class A Voting Common Stock and 4,500,000 shares of Class B Non-Voting Common Stock. The Corporation is also authorized to issue 1,000,000 Common Stock Warrants, each exchangeable for one share of Class B Non-Voting Common Stock. Class B Non-Voting Common Stock shall be reserved and remain unissued in an amount sufficient to exchange any then outstanding Common Stock warrants.

Each share of Common Stock outstanding prior to the reclassification shall be exchanged for 50,000 shares consisting of 8,333.33 shares of Class A Voting Common Stock and 41,666.67 shares of Class B Non-Voting Common Stock.

3. That a special meeting of the Board of Directors of the said corporation was held on the 15 day of May, 1997. The Board of Directors unanimously resolved that an amendment to the Certificate of Incorporation be presented to the stockholders of the corporation for their action, and at a special meeting of the stockholders of the said corporation held on the 15 day of May, 1997, the stockholders of the corporation unanimously approved and adopted the proposed amendment to the Certificate of Incorporation contained herein. The number of votes cast by the stockholders was sufficient for approval.

In Witness whereof, the corporation has caused this Certificate to be signed and executed by Bruce Moore, President of On-Site Diagnostics, Inc. this 7 day of July, 1997.

Marc A. Ramer

On-Site Diagnostics, Inc.

MARC A. RAMER

Keith B. Smith
Mark B. Seide

By : Bruce Moore
President

By : Debbie Medina
Secretary